

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MOBITV, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 21-10457 (LSS)

Jointly Administered

Related to D.I. 527

**CERTIFICATION OF COUNSEL REGARDING SECOND INTERIM AND FINAL FEE
APPLICATION OF PRICEWATERHOUSECOOPERS LLP FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF MARCH 19, 2021 THROUGH SEPTEMBER 23, 2021**

I, Seth A. Niederman, a partner with Fox Rothschild LLP (“Fox”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of MobiTV, Inc. and its affiliated debtors (collectively, the “Debtors”) in the above-captioned cases, hereby certify as follows:

1. On March 1, 2021, the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.
2. On March 15, 2021, the United States Trustee for the District of Delaware appointed the Committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 86]. At the time of the effective date of the Debtors’ plan of liquidation, the Committee consisted of two members: (i) ATEME, Inc.; and (ii) Loma Alta Holdings, Inc.
3. On March 19, 2021, the Committee selected PricewaterhouseCoopers LLP (“PwC”) as its financial advisor.

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: MobiTV, Inc. (2422) and MobiTV Service Corporation (8357). The Debtors’ mailing address is 1900 Powell Street, 9th Floor, Emeryville, CA 94608.

4. By this Court's Order Granting Application of the Official Committee of Unsecured Creditors Pursuant to 11 U.S.C. Section 1103(a) and Bankruptcy Rule 2014(a) for Authority to Employ and Retain PricewaterhouseCoopers LLP as Counsel Effective as of March 19, 2021, entered on April 27, 2021, the Committee was authorized to retain PwC as their financial advisor effective as of March 19, 2021 (the "Retention Order") [D.I. 211]. The Retention Order authorizes the Debtors to compensate PwC in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as were to be fixed by order of the Court.

5. On September 23, 2021, the Court entered an order confirming the *First Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation* [D.I. 505] (the "Confirmation Order") and the Effective Date occurred on the same day. *See* Notice of Effective Date [D.I. 507]. Pursuant to the Plan and the Confirmation Order, E. Lynn Schoenmann was approved as Liquidation Trustee and her appointment was effective as of the Effective Date. Furthermore, under the Plan, the Liquidation Trustee is responsible for paying allowed Professional Fee Claims.

6. On October 22, 2021, PwC filed its Second Interim and Final Fee Application for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors for the Period of March 19, 2021 through September 23, 2021 [D.I. 527] (the "Application").

7. Any objections or responses to the relief requested by the Application were due no later than November 12, 2021 at 4:00 p.m. ET (the "Objection Deadline").

8. No objections or informal comments were received by PwC with regard to the Application prior to (or since) the Objection Deadline.

9. PwC filed a Certification of No Objection with regard to the Application on November 29, 2021 [D.I. 543].

10. PwC revised the form of proposed order submitted with the Application. The revised proposed form of Order (the “Revised Proposed Order”) is attached hereto as **Exhibit A**.

11. A blackline of the Revised Proposed Order marked against the proposed order submitted with the Application is attached hereto as **Exhibit B**.

WHEREFORE, PricewaterhouseCoopers LLP respectfully requests that the Court enter the Revised Proposed Order attached hereto as **Exhibit A**, granting the relief requested in the Application, and granting such other and further relief as this Court may deem just and proper.

Dated: December 1, 2021

FOX ROTHSCHILD LLP

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*Counsel to the Official Committee of
Unsecured Creditors*

Exhibit “A”

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MOBITV, INC., *et al.*,¹

Debtors.

) Chapter 11

) Case No. 21-10457 (LSS)

) (Jointly Administered)

) **Related to D.I. 527**

**ORDER APPROVING SECOND INTERIM AND FINAL FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP FOR COMPENSATION FOR
SERVICES RENDERED AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MARCH 19, 2021 THROUGH SEPTEMBER 23, 2021**

PricewaterhouseCoopers LLP (“PwC”), as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned case, filed its Second Interim and Final Fee Application for Compensation and Reimbursement of Expenses for the Period from March 19, 2021 through September 23, 2021 [D.I. 527] (the “Final Application”). The Court has reviewed the Final Application and finds and concludes that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Final Application, and any hearing on the Final Application, was adequate under the circumstances; (c) all parties in interest have been afforded the opportunity to be heard on the Final Application, and (d) the fees and expenses requested in the Final Application are fair and reasonable given (i) the complexity of these chapter 11 cases; (ii) PwC’s extensive experience in bankruptcy matters; (iii) the nature and

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extent of the services rendered by PwC; and (iv) the results obtained in these chapter 11 cases. Accordingly, it is hereby

ORDERED that the Final Application is GRANTED as set forth herein on a final basis; and it is

FURTHER ORDERED that PwC's total fees in the amount of \$352,970.50 (the "Final Award") for the period March 19, 2021 through September 23, 2021 are hereby allowed on a final basis; and it is

FURTHER ORDERED that the Liquidation Trustee is authorized to pay PwC the sum of \$47,459.70, which represents the balance of the Final Award taking into account prior monthly and interim expense payments made to PwC; and it is

FURTHER ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Exhibit “B”

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MOBITV, INC., *et al.*,¹

Debtors.

) Chapter 11

) Case No. 21-10457 (LSS)

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PricewaterhouseCoopers LLP (“PwC”), as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned case, filed its Second Interim and Final Fee Application for Compensation and Reimbursement of Expenses for the Period from March 19, 2021 through September 23, 2021 [\[D.I. 527\]](#) (the “Final Application”). The Court has reviewed the Final Application and finds [and concludes](#) that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Final Application, and any hearing on the Final Application, was adequate under the circumstances; ~~and~~ (c) all ~~persons with~~ [standing parties in interest](#) have been afforded the opportunity to be heard on the Final Application, [and \(d\) the fees and expenses requested in the Final Application are fair and reasonable given \(i\) the complexity of these chapter 11 cases; \(ii\) PwC’s extensive experience in bankruptcy matters;](#)

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[127381566.3](#)

(iii) the nature and extent of the services rendered by PwC; and (iv) the results obtained in these chapter 11 cases. Accordingly, it is hereby

ORDERED that the Final Application is GRANTED as set forth herein on a final basis. ~~The Debtors or the Liquidation Trustee in the above cases shall pay to PwC the sum of \$45,459.70, which represents the outstanding amounts due PwC for compensation for necessary professional services rendered for the period June 1, 2021 through September 23, 2021;~~ and it is

FURTHER ORDERED that ~~the~~ PwC's total fees in the ~~total~~ amount of \$352,970.50 ~~are hereby allowed on a final basis (the "Final Award")~~ for the period March 19, 2021 through September 23, 2021 are hereby allowed on a final basis; and it is

FURTHER ORDERED that the Liquidation Trustee is authorized to pay PwC the sum of \$47,459.70, which represents the balance of the Final Award taking into account prior monthly and interim expense payments made to PwC; and it is

FURTHER ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Summary Report	
Title	compareDocs Comparison Results
Date & Time	11/30/2021 10:37:42 AM
Comparison Time	0.90 seconds
compareDocs version	v5.0.100.42

Sources	
Original Document	[#127381566] [v1] MobiTV - order approving PWC final fee application.docx
Modified Document	[#127381566] [v3] MobiTV - order approving PWC final fee application.docx

Comparison Statistics	
Insertions	12
Deletions	8
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Moves	0
Font Changes	0
Paragraph Style Changes	0
Character Style Changes	0
TOTAL CHANGES	21

Word Rendering Set Markup Options	
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<u>Insertions</u>	
Deletions	
<u>Moves</u> / Moves	
Font Changes	
Paragraph Style Changes	
Character Style Changes	
Inserted cells	
Deleted cells	
Merged cells	
Changed lines	Mark left border.

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after saving	General	Always
Report Type	Word	TrackChanges
Character Level	Word	False
Include Comments	Word	False
Include Field Codes	Word	True
Flatten Field Codes	Word	True
Include Footnotes / Endnotes	Word	True
Include Headers / Footers	Word	True
Image compare mode	Word	Insert/Delete
Include List Numbers	Word	True
Include Quotation Marks	Word	False
Show Moves	Word	False
Include Tables	Word	True
Include Text Boxes	Word	True
Show Reviewing Pane	Word	True
Summary Report	Word	End
Detail Report	Word	Separate (View Only)
Document View	Word	Print